



THOMAS D. MARION
TREASURER

TTX COMPANY
101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223
FAX (312) 984-3855

DIRECT LINE (312) 984-3821

August 4, 1992

RECORDED NO. 17849-A FILED 1425

AUG 6 1992 -2 25 PM

VIA FEDERAL EXPRESS

INTERSTATE COMMERCE COMMISSION 2-219A029

Sidney Strickland, Jr.
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Room 2303
Washington, D.C. 20423

Dear Mr. Strickland:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are three (3) fully executed documents as follows:

Manufacturing Agreement Supplement No. 1
dated as of July 14, 1992, a secondary document
supplementing the Manufacturing Agreement dated
as of June 4, 1992.

Parties to this transaction are as follows:

TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Thrall Car Manufacturing Company (Manufacturer)
26th and State Street
Chicago Heights, IL 60411

The general description of the equipment is as follows:

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>No. of Units</u>	<u>Marked</u>	<u>Numbered</u>
5-unit articulated double-stack container well car	FCA	100	DTTX	720040-720139

Sidney L. Strickland, Jr.
August 4, 1992
Page Two

Enclosed is our check in the amount of \$16.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 1 being recorded are as follows:

Manufacturing Agreement dated June 4, 1992, recorded on July 1, 1992, recordation number 17849.

A short summary of this Supplement to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1 covering 100 5-unit articulated double-stack container well cars numbered 720040-720139."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



TDM/mak
Enclosures

P.S. Ms. Mildred Lee - As per your previous conversation, please call Jane Congram at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.

17849-A

Interstate Commerce Commission
Washington, D.C. 20423

8/7/92

OFFICE OF THE SECRETARY

Thomas D. Marion

Treasurer

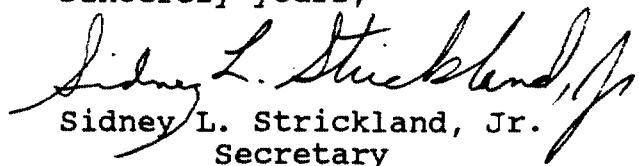
TTX Company

101 North Wacker Drive
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/6/92 at 2:25pm, and assigned recordation number(s). 17849-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

92-0722

RECORDATION NO. 17849 A
FILED 1423
1992-2 25 PM
INTERSTATE COMMERCE COMMISSION

MANUFACTURING AGREEMENT SUPPLEMENT #1, dated as of July 14, 1992, between THRALL CAR MANUFACTURING CO. (the "Manufacturer") and TTX COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of June 4, 1992 which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

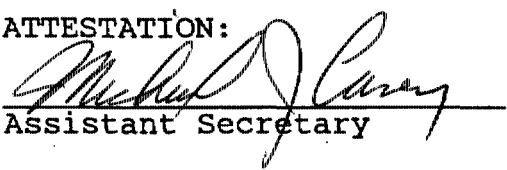
IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

THRALL CAR MANUFACTURING CO.

By: 

(Corporate Seal)

ATTESTATION:


Assistant Secretary

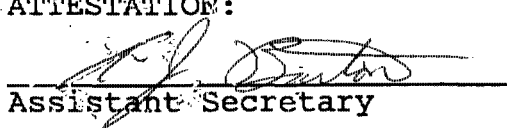
TTX COMPANY

By: 

Treasurer

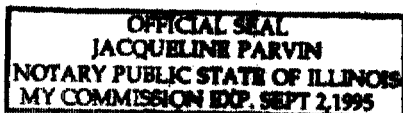
(Corporate Seal)

ATTESTATION:


Assistant Secretary

STATE OF)
) SS.:
COUNTY OF)

On this 17th day of July, 1992, before me personally appeared Lee K. Johnson, to me personally known, who, being by me duly sworn, says that he is a Sr. Vice President of THRALL CAR MANUFACTURING CO. that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

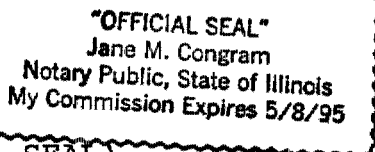


Jacqueline Parvin
Notary Public

(NOTARIAL SEAL) _____

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 15 day of July, 1992, before me personally appeared Thomas D. Marion, to me personally known, who, being by me duly sworn, says that he is the Treasurer of TTX COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Jane M. Congram
Notary Public

(NOTARIAL SEAL)

ANNEX A
TO MANUFACTURING AGREEMENT SUPPLEMENT #1

THRALL CAR MANUFACTURING CO.
(Manufacturer)

TTX COMPANY
(Company)

Item 1:

Type*	Qty.	Company Car Numbers (Inclusive)	Unit Purchase Price	Total Purchase Price	Month(s) of Delivery	Spec. (Contract Number)
DTTX	100	720040-720139			Sept.-Dec. '92	T-2092-T

Item 2: March 31, 1993

Item 3: To be determined.

Item 4: 2521 State Street
Chicago Heights, IL 60411

- * Five-Unit Articulated Well Cars of 125 ton capacity. Built in accordance with TTX Company specification number 68-43-011586 dated January 15, 1986, revised October 1, 1991 and TTX Company Supplemental Specification 68-43-03228 issued March 22, 1988, revised April 27, 1992 (Buyer's Specification's). Thrall Specification No. FCA-308-92Q050 (Seller's Specification).